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RECORDATION NO. 8144-E Filed & Recorded

MAR 4 1976 12 12 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of January 31, 1976, among MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (hereinafter called the Vendor), L&N INVESTMENT CORPORATION (hereinafter called the Builder), and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, as Trustee (hereinafter called the Vendee).

WHEREAS, the parties hereto have entered into a Reconstruction and Conditional Sale Agreement dated as of November 1, 1975 (hereinafter called the Conditional Sale Agreement);

WHEREAS, the Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 17, 1975, at 4:10 P. M., and assigned Recordation No. 8144;

WHEREAS, the parties hereto now desire to amend the Conditional Sale Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

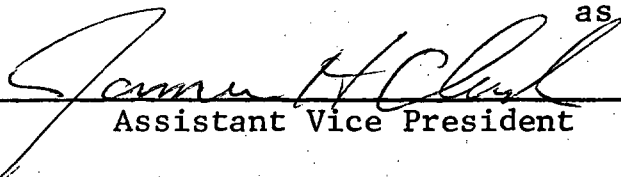
1. Schedule A of the Conditional Sale Agreement is hereby amended so as to read in its entirety as set forth in Schedule A hereto.

2. Except as amended hereby, the Conditional Sale Agreement shall remain unaltered and in full force and effect.

3. The Vendee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by duly authorized officers and their corporate seals to be hereunto affixed, duly attested, as of the date first above written.


MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,  
as Agent

By   
Assistant Vice President  
(Corporate Seal)

ATTEST:

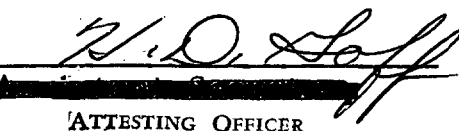
  
Corporate Trust Officer

L&N INVESTMENT CORPORATION

By   
President

(Corporate Seal)

ATTEST:

  
ATTESTING OFFICER

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION,  
as Trustee

By *Ralph D. Johnson*  
Authorized Officer

(Corporate Seal)

ATTEST:

*Stephen B. Fisher*  
Authorized Officer

STATE OF MARYLAND )  
                              ) SS:  
CITY OF BALTIMORE )

On this 27<sup>th</sup> day of February, 1976, before me personally appeared JAMES H. CLARK, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Dorothy E. Scharf*  
Notary Public

My Commission expires 2-1-78.

DOROTHY E. SCHARF  
NOTARY PUBLIC  
My Commission Expires July 1, 1978

(NOTARIAL SEAL)

COMMONWEALTH OF KENTUCKY )  
 ) SS:  
COUNTY OF JEFFERSON )

On this 19<sup>th</sup> day of February, 1976, before me personally appeared B. E. Bisha, to me personally known, who, being by me duly sworn, says that he is an ~~Assistant Vice~~ President of L&N INVESTMENT CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon W. Bowles  
Notary Public

My Commission expires July 26, 1978.

(NOTARIAL SEAL)

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )

On this 24<sup>th</sup> day of February, 1976, before me personally appeared Ralph B. Johnson, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Julie M. Jarvis  
Notary Public

My Commission expires May 23, 1979.

(NOTARIAL SEAL)

Quantity	AAR Mechanical Designation	Railroad Road Numbers (Inclusive)	Specifications	Hulk Purchase Price		Base Reconstruction Cost		Purchase Price		
				Per Unit	Total	Per Unit	Total	Per Unit	Total	
303	HT	70-Ton Open- Top Hoppers	75841-76143	1022	\$1,400	\$424,200	\$ 8,545	\$2,589,135	\$ 9,945	\$3,013,335
64	HT	80-Ton Open- Top Hoppers	189759-189822	1022	1,400	89,600	8,545	546,880	9,945	636,480
10	LO	70-Ton Covered Hoppers	37159-37161 201913-201918 210012	1023	1,400	14,000	10,118	101,180	11,518	115,180
44	LO	100-Ton Covered Hoppers	201529-201543 201906-201912 201965-201975 205042-205052	1023	1,400	61,600	10,118	445,192	11,518	506,792
12	GBSR	70-Ton Covered Condolas	26331-26332, 26350-26351, 26335-26339 26341-26343	1024	1,400	16,800	10,321	123,852	11,721	140,652
16	GBSR	100-Ton Covered Condolas	26325-26329 26353-26363	1024	1,400	22,400	10,321	165,136	11,721	187,536
						\$628,600		\$3,971,375		\$4,599,975